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FEDERAL TRADE COMMISSION
PREPARED BY FILE

November 20, 1992

Ms. Nancy Ovuka
Compliance Analyst
Department of Justice

This is to confirm my understanding of our recent telephone conversation discussing whether a proposed bulk reinsurance transaction would be subject to the filing and notification

and waiting period requirements of the Act in cases of acquisitions by insurance companies. As a result, if the proposed bulk reinsurance transaction is akin to an acquisition and meets the threshold size requirements established under the Act, then it would be subject to all the reporting and other requirements

was assuming \$40,000,000 of liabilities in exchange for a \$22,000,000 reinsurance premium, the difference between these two figures would constitute the acquisition price (i.e. \$18,000,000) for purposes of determining the size of the acquisition. Since the \$18,000,000 acquisition price exceeds the Act's \$15,000,000 threshold figure, then the contemplated bulk reinsurance must be noticed and filed with the Federal Trade Commission ("FTC") and

Accordingly, we will be submitting a Notification and Report Form in compliance with the Act within the next week or so.

Ms. Nancy Ovuka
Federal Trade Commission
November 20, 1992
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If the foregoing accurately summarizes our conversation and
~~your indications to me then please return the enclosed copy of~~

~~stamped, self-addressed envelope.~~

Thank you very much for your kind assistance with this matter.

Sincerely,

[REDACTED]

[REDACTED]

[REDACTED]
Enclosure

[REDACTED]